

Curling des Collines Bylaws *(for information purposes only – French version is the official document)*

1. Definitions

Unless the context indicates a different meaning, in these bylaws and in all other bylaws of the organization:

"Act" the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c 23, including all regulations made under the Act or any act or regulation that might replace them, as well as their amendments;

"Annual General Meeting" refers to an annual meeting of one or many member categories;

"Articles" refer to the initial or updated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival.

"Board of Directors" refers to the organization's Board of Directors and "administrator" refers to a member of the Board;

"Bylaw" refers to the present bylaws and all other bylaws of the organization as well as their amendments, which are in effect;

"Member" will be defined as specified in Section 8 – Conditions for Membership;

"Ordinary Resolution" refers to a resolution adopted by a majority (i.e. over 50%) of the votes cast;

"Proposal" refers to a proposal submitted by a member of the organization that meets the requirements of Article 163 (Right to Submit and Discuss) of the *Act*; *(See Appendix A – Canada Not-for-Profit Corporations Act)*

"Regulation" refers to all regulations and amendments or updates pursuant to the Act which are in effect;

"Special Meeting of Members" refers to a special meeting of one or many member categories entitled to vote at an Annual General Meeting;

"Special Resolution" refers to a resolution adopted by at least two thirds (2/3) of the votes cast;

2. Interpretation

In the interpretation of the present Bylaws, the term "person" includes an individual, a legal entity, a corporation, a trust company and an unincorporated body.

Unless otherwise previously specified, the words and expressions defined in the Act have the same meaning when used in the present Bylaws.

3. Signature of Documents

Acts, transfers, cessions, contracts, obligations and other written documents requiring the organization's signature must be signed by two (2) of its officers or administrators. Furthermore, the Board of Directors may determine how a certain document or type of document must be signed and designate the signatory or signatories. Any person authorized to sign a document may affix the organization's seal, as the case may be, on the document in question. Any authorized signatory may certify that a document copy, resolution, bylaw or any other document belonging to the organization is consistent to the original.

4. Year End

The organization's year end must be June 30 of each year.

5. Banking Operations

The organization's banking operations are carried out in a bank, a trust company or another firm or company carrying out banking activities in Canada or elsewhere, designated or authorized by a resolution of the Board. Banking operations are carried out, in whole or in part, by two (2) officers of the organization or other persons designated, mandated or authorized to do so by a resolution of the Board.

6. Borrowing Authority

If authorized through a bylaw adopted by the officers and confirmed by an ordinary resolution of the membership, the officers of the organization may, when appropriate:

- i. contract loans, taking into account the organization's credit;
- ii. issue, re-issue, sell, pledge or hypothecate corporate debt obligations or ;
- iii. create a charge, through a mortgage, all or part of the organization's assets, present and future, in order to secure its debt obligations.

Such a bylaw may plan for administrators to delegate such powers to officers of the organization within the limits and in the manner specified in the bylaw.

Nothing in this bylaw limits nor restricts the borrowing of money by the organization on bills of exchange or promissory notes, drawn, accepted or endorsed by or in the name of the organization.

7. Annual Financial Statements

The organization must, at an Annual General Meeting, present a copy of the annual financial statements to members, as well as other documents mentioned in paragraph 172 (1) (Annual Financial Statements) of the *Act* or a copy of a publication of the organization reproducing the information presented in the documents (*See Appendix A – Canada Not-for-Profit Corporations Act*).

8. Terms of Membership

Any person having bought a membership card, whether or not he or she is a player, becomes a member of the organization. Membership is offered only to those persons wanting to promote the organization's intentions and having been accepted by a resolution of the Board or in any other manner determined by the Board. Subject to the articles, the organization has three categories of members, namely categories A, B and C. The terms of membership are as follows:

Category A Members

- i. Category A is for persons who have requested and have been granted membership as voting members of the organization (juniors [18 and over], adults, sturling players and associate members).
- ii. The membership period for a category A, voting member is one (1) year, with the possibility of renewal in compliance with the organization's policies.
- iii. As indicated in the articles, each category A, voting member has the right to receive notice of all meetings of members of the organization, be present at these meetings and cast a (1) vote.

Category B Members

- i. Category B is for persons who have requested and have been granted a lifetime membership as a voting member of the organization (juniors [18 and over], adults, sturling players and associate members).
- ii. The membership period for a category B, voting member is 20 years.
- iii. As indicated in the articles, each category B, voting member has the right to receive notice of all meetings of members of the organization, be present at these meetings and cast a (1) vote.

Category C Members

- i. Category C is for persons who have requested and have been granted a membership as a non-voting member of the organization, namely supporting members and substitutes.
- ii. The membership period for a Category C, non-voting member is one (1) year, with the possibility of renewal in compliance with the organization's policies.
- iii. As indicated in the *Act* and articles, each Category C, non-voting member has the right to be present at meetings of members, but not to vote.

Under paragraph 197(1) (Fundamental Changes) of the *Act*, a special resolution of the members is required to amend in any way this provision of the bylaws if such amendments relate to the rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) (*See Appendix A – Canada Not-for-profit Corporations Act*).

9. Membership Transfer

Membership may only be transferred to the organization. Under paragraph 197(1) (Fundamental Changes) of the *Act*, a special resolution of the members is required to add to, amend or remove this provision of the bylaws (*See Appendix A – Canada Not-for-profit Corporations Act*).

10. Notice of Meeting of Members

A notice stating the date, time and place of a meeting of members is sent to each member entitled to vote at the meeting through any means of telephonic, electronic or other communication facilities. The notice is sent to each member entitled to vote at the meeting, during a period starting thirty-five (35) days before the date of the meeting and ending twenty-one days before. If a member requests that the notice be sent by non-electronic means, the notice shall be sent by mail, by messenger or hand-delivered.

Under paragraph 197(1) (Fundamental Changes) of the *Act* (See Appendix A – *Canada Not-for-profit Corporations Act*), a special resolution of the members is required to amend the organization's bylaws to change the manner of giving notice to members entitled to vote at a meeting of members.

11. Requisition of Meeting by the Members

The Board of Directors must call a special meeting of the members as required under paragraph 167 of the *Act*, following a written requisition of the members holding at least 25% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of the receipt of the request, any member who signed the requisition may do so.

12. Absentee Voting at a Meeting of Members

Under paragraph 171(1) (Absentee Voting) of the *Act* (See Appendix A – *Canada Not-for-profit Corporations Act*), a member authorized to vote at a meeting of members may do so by proxy by appointing a proxy holder, and one or more substitutes, who must be members, to be at the meeting and to act within the limits stated and granted in the proxy subject to the following requirements:

- a. the proxy is only valid for the relevant meeting and any resumption of this meeting in case of adjournment;
- b. the member may revoke the proxy by depositing a written instrument executed by him or her or their authorized representative :
 - i. either at the organization's headquarters on or before the last business day preceding the meeting in question or its resumption in case of adjournment at which the proxy will be used;
 - ii. or handing it over to the Chair of the meeting on the opening date or the resumption in case of adjournment;
- c. during a meeting, the authorized representative or substitute exercises, with regard to participation in deliberations and voting by ballot, the same rights as the member having authorized the proxy holder to represent him or her, including the right to speak at the meeting concerning any subject, vote by ballot and request a voting ballot; however, the proxy holder or substitute having received conflicting instructions from the member he or she represents may not participate in a vote by a show of hands;
- d. if the proxy form is created by a person other than the member, it must:
 - i. identify in bold character :
 - A. the meeting for which the use of the proxy is intended;
 - B. that the member may name a proxy holder – other than the person designated in the proxy form — to participate at the meeting and act on his or her behalf;

- C. the instructions regarding the method of appointing this proxy holder;
 - ii. provide a blank space for the signing date,
 - iii. provide a means allowing members to designate a person as proxy holder other than the person designated in the form;
 - iv. provide a means to allow members to indicate if the votes granted with respect to the membership, for questions other than the nomination of a certified accountant or the election of officers, must be cast affirmatively or negatively for each question or group of related questions mentioned in the Notice of Meeting;
 - v. provide a means to allow members to indicate if the right to vote granted with respect to the membership registered in their name should or not be cast for the nomination of a certified accountant or the election of officers;
 - vi. bear the wording specifying that the right to vote granted with respect to the membership represented by the proxy, cast or not on any ballot, as per the member's instructions, and that if the member indicates a choice under the subparagraph (iv) or (v) pursuing to a question requesting certain actions, the right to vote granted with respect to the membership shall be cast accordingly;
- e. the proxy form may include a declaration ensuring that, when signed by the member, he or she may grant powers relating to questions for which a choice is not provided in subparagraph d)(iv), only if this form outlines in bold character how the proxy holder will exercise his or her right to vote granted with respect to the membership concerning each question or group of related questions;
- f. when the proxy form is sent electronically, the requirement concerning the information that must be written in bold character will be filled if this information is shown to attract the recipient's attention;
- g. once signed, the proxy form intended to grant discretionary authority relating to the amendment of questions mentioned in the Notice of Meeting or other questions that may be regularly submitted at the meeting must contain a specific statement to that effect.

Under paragraph 197(1) (Fundamental Changes) of the *Act* (See Appendix A – *Canada Not-for-profit Corporations Act*), a special resolution of the members is required to amend the organization's bylaws to change the manner by which absentee members are authorized to vote at a meeting.

13. Membership Fees

Members shall be given notice at the AGM (and registration) of the membership fees they must pay. Any member who fails to pay these fees within three (3) months following the renewal date of his or her membership shall automatically have his member status withdrawn from the organization.

14. Termination of Membership

Member status in the organization is terminated in one or the other following cases:

- a. the death of a member or, in the case of an incorporated member, the dissolution of the corporation;

- b. failure of the member to maintain the required conditions to be a member as specified in the section of the bylaws pertaining to the Terms of membership;
- c. written resignation of the member to the President of the organization's Board of Directors, in which case the resignation is effective on the date specified in the notice of resignation;
- d. expulsion of a member under the paragraph pertaining to Disciplinary Action Against Members or the loss of member status in another means under the articles or bylaws;
- e. expiration of the membership period;
- f. liquidation or dissolution of the organization under the *Act*.

15. Date of Effect of the Termination of Membership

Under the articles, the termination of the membership involves the termination of the member's rights, particularly his or her rights regarding the organization's assets.

16. Disciplinary Action against Members

The Board of Directors is authorized to suspend or expulse a member of the organization for whatever reason hereafter:

- a. violation of the provisions in the written articles, bylaws or policies of the organization;
- b. any conduct that might harm the organization, according to the Board of Directors, at its sole discretion;
- c. any other reason found reasonable by the Board of Directors, at its sole discretion, in light of the organization' statement of intent.

If the Board of Directors determines that a member must be suspended or expelled from the organization, the President, or any other officer designated by the Board, will give the member a ten (10) day notice of the suspension or expulsion and will specify the reasons for the proposed suspension or expulsion. During this ten (10) day period, the member may respond in writing to the President or any other officer designated by the Board. If the President does not receive a written reply, the President, or any other officer designated by the Board, may advise the member that he is suspended or expelled from the organization. If the President, or any other officer designated by the Board, receives a written response under the present paragraph, the Board of Directors will review it to reach a final decision in this respect, and will inform the member of this decision within twenty (20) additional days following receipt of the response. The Board's decision is final and binding and the member has no right of appeal.

17. Nominations for the Election of Officers during Annual General Meetings

Under the bylaws in accordance with the *Act*, any member may nominate one or many current members for election to the Board of Directors.

18. Place of Meeting of Members

Under paragraph 159 (Place of Meetings) of the *Act* (See Appendix A – *Canada Not-for-profit Corporations Act*), meetings are held in Canada, at a place chosen by the officers.

19. Persons Having the Right to Attend a Meeting

Members, non-members, officers and the certified accountant of the organization have the right to attend a meeting of members. However, only those members entitled to vote at the meeting under the provisions of the *Act*, articles and bylaws, will have the right to vote.

20. Quorum for a Meeting of Members

The quorum for any meeting of members is equivalent to 10% of the votes cast by members entitled to vote at the meeting. It will suffice that the quorum be reached at the opening of the meeting for the members to deliberate on any item on the agenda, even if this quorum is not maintained during the meeting.

21. Deciding Votes during Meeting of Members

Unless otherwise specified in the articles, bylaws or the *Act*, decisions pertaining to all items shall be taken by majority vote during any meeting of members. In the event of a tie following a vote by show of hands, a secret ballot vote or a vote by electronic means, the Chair of the meeting shall provide a second vote.

22. Participation by any Means of Electronic Communication during Meeting of Members

Participation in meeting of members through telephonic, electronic or other facilities **is accepted**.

23. Number of Officers

The number of officers specified in the articles (i.e. a minimum of 3 and a maximum of 10) comprise the Board of Directors. If the articles provide for a minimum and a maximum number of officers, the Board of Directors must have the fixed number of officers determined if needed by the members by ordinary resolution or, if the ordinary resolution authorises the officers to determine the number, by resolution of the Board. In the case of a soliciting corporation (an organization having received revenue in excess of 10 000 \$ from public sources, the minimum number of officers cannot be less than three (3), two (2) of which are neither officers nor employees of the corporation or any affiliates.

24. Term of Office for Officers

The term of office for an officer shall be two years, effective from the adjournment of an Annual General Meeting (AGM) until the adjournment of the AGM held two years later. Elections will be held at each AGM. Election of the President and Secretary will be held in the odd years and election of the Vice-President and Treasurer will be held in even years.

25. Requisition of a Meeting of the Board of Directors

Meetings of the Board of Director may be requisitioned by the President, Vice-President of the Board of Directors, or by two (2) officers at any time. If the organization has only one officer, that officer may requisition and constitute a meeting.

26. Notice of Meeting of the Board of Directors

A notice specifying the date, time and place of a meeting of the Board of Directors is sent to each officer of the organization at least two (2) days prior to the scheduled date. This notice is unnecessary if all the officers are present and none of them are opposed to the meeting or if the absentee officers have waived notice or otherwise approved the meeting in question.

27. Regular Meetings of the Board

The Board of Directors may designate one or more days of one or many months for regular meetings for which the time and place shall be set subsequently. A copy of any Board resolution setting the time and place of regular meetings of the Board is sent to each officer immediately following its adoption. No other notice is necessary for another regular meeting.

28. Deciding Votes during Meetings of the Board

At all meetings of the Board, the decision concerning a given item is given by a majority of the votes cast concerning the said item. In case of a tie, the Chair of the meeting shall provide a second vote.

29. Board of Directors Committees

If deemed necessary or appropriate for this purpose and under the *Act*, the Board may delegate certain powers to a committee or an advisory body. Under the bylaws or instructions issued by the Board, this committee may establish its own procedural regulations. Any member of a committee may be removed by resolution of the Board.

30. Appointment of Officers

The Board may create officer positions, appoint the officers every year or more frequently, specify their duties and, under the provisions of the *Act*, delegate to them the power to manage the activities of the organization. An administrator may be appointed to any position within the organization as long as he or

she has been a member in good standing for at least one year. An officer may be an administrator, although this is not a requirement unless the current bylaw imposes this condition.

31. Job Descriptions

Unless stated otherwise by the Board of Directors (who may, under the provisions of the *Act*, modify, restrict or add to these duties and powers), if positions are created within the organization and officers are appointed, the incumbents perform the duties and exercise the powers hereafter:

- a. President of the Board of Directors – The President of the Board is an administrator. He or she must chair all meetings of the Board and meetings of members where he or she is present. The President’s duties and powers are determined by the Board.
- b. Vice-President of the Board of Directors – The Vice-President of the Board is an administrator. If the President of the Board is absent or unable to perform his or her duties or refuses to do so, the Vice-President of the Board, if need be, chairs all meetings of the Board and all meetings of members where he or she is present. The Vice-President’s duties and powers are determined by the Board.
- c. Chief Executive Officer (CEO) – The CEO of the organization is responsible for the implementation of the strategic plans and policies of the organization. By virtue of the authority vested in the Board, the CEO ensures the general supervision of the organization’s activities.
- d. Secretary – The Secretary is present at all meetings of the Board and its committees as well as meetings of members and acts as secretary of the meeting. He or she keeps record or causes to keep record of the minutes of the organization for all meetings. Each time he or she receives such information, the Secretary shall give notice or cause to be given notice to members, administrators, certified accountant and members of committees. The Secretary is the custodian of all books, documents, registers and other instruments belonging to the organization.
- e. Treasurer – The Treasurer has custody of the funds and accounting ledgers. He or she keeps a precise record of the organization’s assets and debts, revenues and expenditures, in one or many ledgers appropriate for this purpose. Each year, the Treasurer shall prepare a statement to be presented at the Annual General Meeting, as well as a budget to be presented to the Board. The Treasurer performs all other duties assigned to him or her by virtue of the bylaws or the Board of Directors.
- f. Administrator – the duties and powers of the administrator are determined by the Board of Directors.

32. Vacancy

If the position of an officer of the organization is or becomes vacant, the administrators may, by resolution, appoint a person to fill the vacancy.

33. Invalidity of Any Provision of These Bylaws

The invalidity or inapplicability of a provision in these bylaws shall not affect the validity or the applicability of other provisions of these bylaws.

34. Omissions and Errors

The involuntary non-communication of a notice to members, administrators, officers, members of the Board or certified accountant, the non-reception of a notice by one of the recipients when the organization has sent a notice in accordance with the bylaws, or the presence, in a notice, of an error which has no effect on its content cannot invalidate any action taken at any such meeting or otherwise related to it.

35. Mediation and Arbitration

Whenever possible, disputes or controversies between members, administrators, officers, committee members or volunteers of the organization shall be resolved according to the mediation or arbitration process provided in the paragraph on mediation and arbitration of these bylaws.

36. Dispute Resolution Process

If a dispute or controversy between members, administrators, officers, committee members or volunteers of the organization, arising from the articles or bylaws or related to them or arising from any functioning aspect of the organization, is not resolved during a private meeting between the parties, without prejudice or in any other way affecting the rights conferred upon members, administrators, officers, committee members, employees or volunteers of the organization in accordance with the articles, bylaws or *Act*, rather than have these persons initiate legal proceedings, the dispute or controversy shall be resolved through the resolution process hereafter:

- The dispute or controversy is first submitted to a group of mediators. One party designates a mediator and the other party (or, if applicable, the Board of the organization) designates another. Both mediators thus appointed shall designate a third mediator. The three mediators shall then meet with the parties involved to try to resolve the problem between them.
- With the parties' consent, the number of mediators may be reduced from three to one or two.
- If mediation does not resolve the dispute between the parties, those parties accept to resolve the dispute through arbitration by submitting it to only one arbitrator, who cannot be one of the mediators aforementioned, in accordance with the provincial or territorial legislation with regard to arbitration in effect in the province or territory where the organization has its headquarters or according to other terms agreed upon by the parties concerning the dispute. The parties agree that all procedures related to the arbitration are confidential and that any disclosure of any kind is forbidden. The arbitrator's decision is final and binding and cannot be subject to an appeal on a question of fact, a point of law or a question of mixed fact and law.

All costs related to the mediators designated in accordance with this paragraph shall be borne equally by the parties involved in the dispute or controversy. All costs related to the arbitrators designated in accordance with this paragraph shall be borne by the parties, as determined for the arbitrators.

37. Bylaws and Entry into Force

The Board of Directors may not make, amend or repeal a Bylaw governing the organization's activities or business without the bylaw, its amendment or repeal being confirmed by ordinary resolution of the members. The Bylaw, its amendment or repeal only comes into force once confirmed by the members and in the form in which it was confirmed.

This provision does not apply to bylaws requiring a special resolution of the members in accordance with paragraph 197(1) (Fundamental Changes) of the *Act* (See Appendix A – *Canada Not-for-profit Corporations Act*).

Appendix A

Canada Not-for-Profit Corporations Act – Place of meetings

159 (1) Meetings of members of a corporation shall be held within Canada at the place provided in the bylaws or, in the absence of such a provision, at the place that the directors determine.

Canada Not-for-Profit Corporations Act – Right to submit and discuss

- **163 (1)** A member entitled to vote at an annual meeting of members may
 - **(a)** submit to the corporation notice of any matter that the member proposes to raise at the meeting, referred to in this section as a “proposal”; and
 - **(b)** discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal.
- *Marginal note: Proposal set out in notice*

(2) A corporation shall include the proposal in the notice of meeting required under paragraph 162.
- *Marginal note: Supporting statement*

(3) If so requested by the member who submits a proposal, the corporation shall include in the notice of meeting a statement in support of the proposal by the member and the name and address of the member. The statement and the proposal shall together not exceed the prescribed maximum number of words.
- *Marginal note: Payment*

(4) The member who submitted the proposal shall pay any cost of including the proposal and any statement in the notice of the meeting at which the proposal is to be presented, unless it is otherwise provided in the bylaws or in an ordinary resolution of the members present at the meeting.
- *Marginal note: Proposal nominating directors*

(5) A proposal may include nominations for the election of directors if the proposal is signed by not less than the prescribed percentage of the members of a class or group of members of the corporation entitled to vote at the meeting at which the proposal is to be presented or any lesser number of members as provided in the bylaws, but this paragraph does not preclude nominations made at a meeting of members.
- *Marginal note: Exception*

(6) A corporation is not required to comply with paragraphs (2) and (3) if
 - **(a)** the proposal is not submitted to the corporation within the prescribed period;
 - **(b)** it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the corporation or its directors, officers, members or debt obligation holders;
 - **(c)** it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the corporation;

- **(d)** not more than the prescribed period before the receipt of the proposal, the member failed to present — in person or, if authorized by the bylaws, by proxy — at a meeting of members, a proposal that at the member's request had been included in a notice of meeting;
- **(e)** substantially the same proposal was submitted to members in a notice of a meeting of members held not more than the prescribed period before the receipt of the proposal and did not receive the prescribed minimum amount of support at the meeting; or
- **(f)** the rights conferred by this section are being abused to secure publicity.

Canada Not-for-Profit Corporations Act – Absentee Voting

- **171 (1)** *The bylaws of a corporation may provide for any prescribed methods of voting by members not in attendance at a meeting of members. If the bylaws so provide, they shall set out procedures for collecting, counting and reporting the results of any vote.*

- *Marginal Note: Application for Authorization*

(2) On application of the corporation, the Director may authorize the corporation, on any terms that the Director thinks fit, to permit members to vote by any method if the Director reasonably believes that the members and the corporation will not be prejudiced.

Canada Not-for-Profit Corporations Act – Annual Financial Statements

172 (1) The directors of a corporation shall place before the members at every annual meeting

- **(a)** prescribed comparative financial statements that conform to any prescribed requirements and relate separately to
 - **(i)** the period that began on the date the corporation came into existence and ended not more than six months before the annual meeting or, if the corporation has completed a financial year, the period that began immediately after the end of the last completed financial year and ended not more than six months before the annual meeting, and
 - **(ii)** the immediately preceding financial year;
- **(b)** the report of the public accountant, if any; and
- **(c)** any further information respecting the financial position of the corporation and the results of its operations required by the articles, the bylaws or any unanimous member agreement.
- **Marginal Note: Exception**

(2) Despite paragraph (1)(a), the financial statements referred to in subparagraph (1)(a)(ii) may be omitted if the reason for the omission is set out in the financial statements, or in a note to those statements, to be placed before the members at an annual meeting.

Canada Not-for-Profit Corporations Act – Fundamental Changes

Amendment of articles or bylaws

- **197 (1)** A special resolution of the members — or, if section 199 applies, of each applicable class or group of members — is required to make any amendment to the articles or the bylaws of a corporation to
 - **(a)** change the corporation's name;
 - **(b)** change the province in which the corporation's registered office is situated;
 - **(c)** add, change or remove any restriction on the activities that the corporation may carry on;
 - **(d)** create a new class or group of members;
 - **(e)** change a condition required for being a member;
 - **(f)** change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
 - **(g)** divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
 - **(h)** add, change or remove a provision respecting the transfer of a membership;
 - **(i)** subject to section 133, increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles;
 - **(j)** change the statement of the purpose of the corporation;
 - **(k)** change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation;
 - **(l)** change the manner of giving notice to members entitled to vote at a meeting of members;
 - **(m)** change the method of voting by members not in attendance at a meeting of members; or
 - **(n)** add, change or remove any other provision that is permitted by this *Act* to be set out in the articles.